

TRANSCRIPT OF GOVERNANCE COMMITTEE MEETINGS HELD ON DECEMBER 10, 2020

Linda Manley, Senior Vice President and Counsel to the Agencies, stated that she will now open the December 10, 2020 meeting of the Governance Committee of the New York State Housing Finance Agency, the State of New York Mortgage Agency, the Affordable Housing Corporation, the State of New York Municipal Bond Bank Agency and the Tobacco Settlement Financing Corporation and noted that because of the novel corona virus emergency in the State, and Federal bans on large meetings or gathering and pursuant to Governor Cuomo's executive order 220.1 issued on March 12, 2020, which order was extended on December 2, 2020 certain provision of the open meetings law have been suspended.

Ms. Manley also stated that the Board meeting would be held by conference call instead of as a public meeting open for the public to attend in person, and that a call-in number was made public for the public to listen to the proceedings.

Ms. Manley noted that because of these special features a change in voting procedures would be put in place for this meeting and she would be asking each Board member to record their votes individually.

Ms. Manley asked for a motion to call the meeting of the HFA and AHC Governance Committees to order. Chairman Adams made the motions and Mr. Curtis seconded. Mr. Olczak voted aye. Ms. Manley noted the presence of a quorum for HFA and AHC.

Ms. Manley asked for a motion to call the meeting of the SONYMA Governance Committee to order. Mr. Kapell made the motion and Chairman Adams seconded. Mr. Ballan voted aye, Commissioner Visnauskas voted aye; and Mr. Olczak voted aye; Ms. Manley noted the presence of a quorum for SONYMA.

Ms. Manley asked for a motion to call the meeting of the MBBA and TSFC Governance Committees to order. Chairman Adams made the motion and Ms. Baldwin seconded the motion. Mr. Olczak voted aye. Ms. Manley noted the presence of a quorum for the MBBA and TSFC.

Ms. Manley noted that Chairman Adams is representing the Governance Committee Chairman for HFA, AHC, MBBA and TSFC; and Commissioner Visnauskas is representing as Chairperson for SONYMA and chair the Committee meeting for SONYMA.

Chairman Adams proceeded to present the first item as **the approval of the transcripts of the Governance Committees meetings held on December 10, 2020**. No question or concerns regarding this item.

Chairman Adams continued to present the next item as a **Resolution recommending approval of OGS Goal Plan by the Governance Committees**. Ms. Flanders presented this item. Chairman Adams commended the MWBE team on achieving 38% MWBE procurement stating that the Governor's goal was 30% and these Agencies met the goal and surpassed it. No questions or comments presented regarding this item.

Ms. Manley moved for adoption of the resolution transmitted in connection therewith.

For HFA and AHC Governance Committees, Ms. Manley stated assuming the first and second previous entered, Chairman Adams voted aye; Mr. Olczak voted aye; and Mr. Curtis voted aye.

For SONYMA Governance Committee, Ms. Manley stated assuming the first and second previous entered, Chairman Adams voted aye; Mr. Olczak voted aye; Mr. Kapell voted aye; Mr. Ballan voted aye and Commissioner Visnauskas voted aye.

For MBBA and TSFC Governance Committees, Ms. Manley stated assuming the first and second previous entered, Chairman Adams voted aye; Ms. Baldwin voted aye and Mr. Olczak voted aye;.

Ms. Manley stated that motions are carried and the resolutions are adopted.

Chairman Adams continued to present the next item as a **Resolution recommending approval of SVDOB Goal Plan by the Governance Committees**. Ms. Flanders presented this item. Chairman Adams asked how to increase more service disabled veteran owned firms available to participate. Ms. Flanders stated that there has been a good turnaround with certifying these firms and we are seeing that firms are being identified as veteran owned businesses and we are referring them to OGS for certification. Additionally, Ms. Flanders made other suggestions on how to increase veteran owned businesses participation. Ms. Gonzalez made suggestions as well and will send information to the Agencies' MWBE office on this matter. Ms. Gonzalez also inquired if the data was compiled per region because these are regional challenges. Ms. Flanders stated that they do look at data by region and noted the challenges and assets if the different regions can meet these goals and provide technical assistance to meet the goals. Chairman Adams made additional comments and suggestions regarding certifications. Commissioner Visnauskas thanked Ms. Flanders for the thorough report.

Ms. Manley moved for adoption of the resolution transmitted in connection therewith.

For HFA and AHC Governance Committees, Ms. Manley stated assuming the first and second previous entered, Chairman Adams voted aye; Mr. Olczak voted aye; and Mr. Curtis voted aye.

For SONYMA Governance Committee, Ms. Manley stated assuming the first and second previous entered, Chairman Adams voted aye; Mr. Olczak voted aye; Mr. Kapell voted aye; Mr. Ballan voted aye and Commissioner Visnauskas voted aye.

For MBBA and TSFC Governance Committees, Ms. Manley stated assuming the first and second previous entered, Chairman Adams voted aye; Ms. Baldwin voted aye and Mr. Olczak voted aye;.

Ms. Manley stated that motions are carried and the resolutions are adopted.

Chairman Adams noted that the next item was a consent item, a **Resolution approving Salary Ranges for Senior Officers**. No discussion regarding this item.

Ms. Manley moved for adoption of the resolution transmitted in connection therewith.

For HFA and AHC Governance Committees, Ms. Manley stated assuming the first and second previous entered, Chairman Adams voted aye; Mr. Olczak voted aye; and Mr. Curtis voted aye.

For SONYMA Governance Committee, Ms. Manley stated assuming the first and second previous entered, Chairman Adams voted aye; Mr. Olczak voted aye; Mr. Kapell voted aye; Mr. Ballan voted aye and Commissioner Visnauskas voted aye.

For MBBA and TSFC Governance Committees, Ms. Manley stated assuming the first and second previous entered, Chairman Adams voted aye; Ms. Baldwin voted aye and Mr. Olczak voted aye;.

Ms. Manley stated that motions are carried and the resolutions are adopted.

Chairman Adams noted that the next item was a consent item, **an authorization to enter into a Purchase Order written against an OGS contract for SAP Support and Maintenance Services**. No discussion regarding this item.

Ms. Manley moved for adoption of the resolution transmitted in connection therewith.

For HFA and AHC Governance Committees, Ms. Manley stated assuming the first and second previous entered, Chairman Adams voted aye; Mr. Olczak voted aye; and Mr. Curtis voted aye.

For SONYMA Governance Committee, Ms. Manley stated assuming the first and second previous entered, Chairman Adams voted aye; Mr. Olczak voted aye; Mr. Kapell voted aye; Mr. Ballan voted aye and Commissioner Visnauskas voted aye.

For MBBA and TSFC Governance Committees, Ms. Manley stated assuming the first and second previous entered, Chairman Adams voted aye; Ms. Baldwin voted aye and Mr. Olczak voted aye;.

Ms. Manley stated that motions are carried and the resolutions are adopted.

Chairman Adams noted that the next item was a consent item, **an authorization to extend the term of the financial advisor services contracts with firms on the Agencies' prequalified panel**. No discussion regarding this item.

Ms. Manley moved for adoption of the resolution transmitted in connection therewith.

For HFA and AHC Governance Committees, Ms. Manley stated assuming the first and second previous entered, Chairman Adams voted aye; Mr. Olczak voted aye; and Mr. Curtis voted aye.

For SONYMA Governance Committee, Ms. Manley stated assuming the first and second previous entered, Chairman Adams voted aye; Mr. Olczak voted aye; Mr. Kapell voted aye; Mr. Ballan voted aye and Commissioner Visnauskas voted aye.

For MBBA and TSFC Governance Committees, Ms. Manley stated assuming the first and second previous entered, Chairman Adams voted aye; Ms. Baldwin voted aye and Mr. Olczak voted aye;.

Ms. Manley stated that motions are carried and the resolutions are adopted.

Chairman Adams noted that the next item was a SONYMA consent item, **an authorization to enter into contracts for computational consultant services, and for additional services**. No discussion regarding this item.

Ms. Manley moved for adoption of the resolution transmitted in connection therewith.

For SONYMA Governance Committee, Ms. Manley stated assuming the first and second previous entered, Chairman Adams voted aye; Mr. Olczak voted aye; Mr. Kapell voted aye; Mr. Ballan voted aye and Commissioner Visnauskas voted aye.

Ms. Manley stated that motions are carried and the resolutions are adopted.

Chairman Adams noted that the next item was an informational item, **a Report on Salary Adjustments (Management Confidential)**. No discussion regarding this item.

Chairman Adams noted that the next item was an informational item, a **Report on Agency Administration of Ethics Policy**. No discussion regarding this item.

Chairman Adams asked Ms. Manley to adjourn the Governance Committee Meetings.

For HFA and AHC Governance Committees, Ms. Manley stated assuming the first and second previous entered, Chairman Adams voted aye; Mr. Olczak voted aye; and Mr. Curtis voted aye.

For SONYMA Governance Committee, Ms. Manley stated assuming the first and second previous entered, Chairman Adams voted aye; Mr. Olczak voted aye; Mr. Kapell voted aye; Mr. Ballan voted aye and Commissioner Visnauskas voted aye.

For MBBA and TSFC Governance Committees, Ms. Manley stated assuming the first and second previous entered, Chairman Adams voted aye; Ms. Baldwin voted aye and Mr. Olczak voted aye;.

Ms. Manley stated that motions are carried and the resolutions are adopted.

Ms. Manley informed the next Governance Committee meetings are scheduled for Thursday, January 28, 2021 at 9 am.